

**EXHIBIT A**

## **Assignment and Assumption Agreement**

WHEREAS, SBC Global Services, Inc. (SBC) and Delphi Automotive Systems Corporation (Customer) entered a Master Agreement and several other telecommunications services agreements as described in Attachment 1 hereto on or about the dates shown therein (Agreements) and

WHEREAS, Customer desires to assign such Agreements to Computer Sciences Corporation (Assignee) in connection with Customer's outsourcing of functions thereunder effective August 1, 2007, and

WHEREAS, SBC consents to such assignment pursuant to the Assignment section of the Master Agreement.

NOW THEREFORE, Customer assigns to Assignee all its rights and obligations under the Agreements effective August 1, 2007, (Effective Date).

SBC consents to such assignment and fully releases Customer from and after such date from all obligations and charges under the Agreements, including termination liability.

Assignee agrees to assume all rights and obligations of Customer under the Agreements as of the Effective Date.

IN WITNESS WHEREOF, the parties' authorized representatives have executed this document as of the dates shown below.

Computer Sciences Corporation

Name: Martin Feldman  
Month: September  
Year: 2007  
Title: Vice President  
Printed Name: Martin Feldman  
Supply Chain Management  
Date: 8/21/07

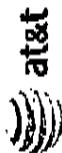
**Delphi Automotive Systems Corporation**

Name: Lori A. Tremonti  
\_\_\_\_\_  
Lori A. Tremonti  
\_\_\_\_\_  
Printed Name  
\_\_\_\_\_  
Director, Sourcing & Relationship Mgmt  
Title  
\_\_\_\_\_  
8/3/07  
\_\_\_\_\_  
Date  
\_\_\_\_\_

**Concurred:**

SBC Global Services, Inc.

Name: R. L. R. Marquez  
Robert R. Marquez  
Printed Name  
Executive Director - Sales  
Title  
8/22/07  
Date



**Assignment and Assumption Agreement 3**  
**ATTACHMENT 1**

Contract Vehicle	AT&T Affiliate	Contract Signed Date	Contract Expiration	AT&T Contract Number
<b>Managed Care Station Services Agreement</b>				
Master Services Agreement [PremierSERV Managed Care (PMC) Master First Amendment for Name Change and New Services]	Ameritech Information Systems, Inc.	8/17/1999	12/31/2007	
Schedule A: Voice Premise Services T & C	Ameritech Information Systems, Inc.		12/31/2007	
Attachment A: Delphi Affiliates and Delphi Sites	Ameritech Information Systems, Inc.		12/31/2007	
Attachment B: Statement of Work	Ameritech Information Systems, Inc.		12/31/2007	
Attachment C: Fee, C1 - Baseline Service Contracts and C2- Fees	Ameritech Information Systems, Inc.		12/31/2007	
Attachment D: Management Reports			12/31/2007	
Attachment E: Performance Standards			12/31/2007	
Attachment F: Key Ameritech Locations			12/31/2007	
Attachment F1 - Delphi Representatives			12/31/2007	
Attachment G: Assets and Equipment			12/31/2007	
SBC Global Services in interest to Ameritech Information Systems Inc.				
Second Amendment to Schedule A of the Managed Services Agreement			12/31/2007	
Attachment H1 and H2: Managed Local Access			12/31/2007	

Assignment and Assumption Agreement 3  
ATTACHMENT 1

Contract Vehicle	AT&T Affiliate	Contract Signed Date	Contract Expiration	AT&T Contract Number
Third Amendment to Schedule A of the Managed Services Agreement [2006]	SBC Global Services in interest to Ameritech Information Systems Inc.		12/31/2007	
Fourth Amendment to Schedule A of the Managed Services Agreement [2007]	SBC Global Services, Inc., dba AT&T Global Services, on behalf of its Affiliates	12/15/06 ?	12/31/2007	



**Assignment and Assumption Agreement**

WHEREAS, AT&T Corp. (AT&T) and Delphi Automotive Systems Corporation (Customer) entered a Master Telecommunications Services Agreement Service Order Attachment for OC-3c Private Lines on or about November 20, 2006 (Agreement) and

WHEREAS, Customer desires to assign such Agreement to Computer Sciences Corporation (Assignee) in connection with Customer's outsourcing of certain telecommunications functions effective August 1, 2007, and

WHEREAS, AT&T consents to such assignment pursuant to the Assignment section of the Agreement,

NOW THEREFORE, Customer assigns to Assignee all its rights and obligations under the Agreement effective August 1, 2007, (Effective Date)

AT&T consents to such assignment and fully releases Customer from and after such date from all obligations and charges under the Agreement, including termination liability.

Assignee agrees to assume all rights and obligations of Customer under the Agreement as of the Effective Date.

IN WITNESS WHEREOF, the parties' authorized representatives have executed this document as of the dates shown below.

**Computer Sciences Corporation**

Name: Martin Leidemer  
\_\_\_\_\_  
Martin Leidemer  
Vice President  
Printed Name  
Supply Chain Management  
\_\_\_\_\_  
Title  
8/21/07  
Date

**Delphi Automotive Systems Corporation**

Name: Lori A. Tremonti  
\_\_\_\_\_  
Lori A. Tremonti  
Printed Name  
Director, Sourcing & Relationship Mgmt  
\_\_\_\_\_  
Title  
8/3/07  
Date

**Concurred:**

**AT&T Corp.**

Name: Robert R. Marcucci  
\_\_\_\_\_  
Robert R. Marcucci  
Printed Name  
Executive Director - Sales  
\_\_\_\_\_  
Title  
8/22/07  
Date

**Assignment and Assumption Agreement**

WHEREAS, Ameritech Information Systems, Inc. (AIT) and Delphi Automotive Systems Corporation (Customer) entered a Managed Care Station Services Agreement containing a number of Schedules, Attachments and Amendments as described on Attachment 1 hereto on or about August 17, 1999 (Agreement) and

WHEREAS, Customer desires to assign such Agreement to Computer Sciences Corporation (Assignee) in connection with Customer's outsourcing of certain telecommunications functions effective August 1, 2007, and

WHEREAS, AIT consents to such assignment pursuant to the Assignment section of the Agreement,

NOW THEREFORE, Customer assigns to Assignee all its rights and obligations under the Agreement effective August 1, 2007, (Effective Date)

AIT consents to such assignment and fully releases Customer from and after such date from all obligations and charges under the Agreement, including termination liability.

Assignee agrees to assume all rights and obligations of Customer under the Agreement as of the Effective Date.

IN WITNESS WHEREOF, the parties' authorized representatives have executed this document as of the dates shown below.

**Computer Sciences Corporation**

Name: Martin Leidemer  
\_\_\_\_\_  
Martin Leidemer  
Vice President  
\_\_\_\_\_  
Printed Name Management  
\_\_\_\_\_  
Title 8/21/07  
\_\_\_\_\_  
Date

**Delphi Automotive Systems Corporation**

Name: Lori A Teramoto  
\_\_\_\_\_  
Lori A Teramoto  
\_\_\_\_\_  
Printed Name Director, Sourcing & Relationships  
\_\_\_\_\_  
Title 8/3/07  
\_\_\_\_\_  
Date

**Concurred: Ameritech Information Systems, Inc.**

Name: R. C. Ryburn  
\_\_\_\_\_  
Robert R. Ryburn  
\_\_\_\_\_  
Printed Name Executive Director - Sales  
\_\_\_\_\_  
Title 8/22/07  
\_\_\_\_\_  
Date

Assignment and Assumption Agreement  
ATTACHMENT 1 - Contract Matrix

<b>Contract Vehicle</b>	<b>Service Description</b>	<b>AT&amp;T Affiliate</b>	<b>Contract Signed Date</b>
<b>SBC Master Agreement</b>	Note: On the addendums & attachments is states" Master Agreement effective on December 15, 2003"	SBC Global Services, Inc.	2/14/2003
<b>Ameritech Network Services Addendum No. 1 to Master Agreement</b>		SBC Global Services, Inc.	12/11/2003
Attachment No. 1	Flint OC-3c	SBC Global Services, Inc.	12/11/2003
Attachment No. 2	OC-48 SONET Ring {3 Delphi nodes and 3 CO nodes} Saginaw Voice DS1's [not part of MAN, but part of Master Agreement]	SBC Global Services, Inc.	12/11/2003
Attachment No. 3	Saginaw Data DS1 [backup connection between 3900 Holland and 2328 Genesee]	SBC Global Services, Inc.	12/28/2005
Attachment No. 4		SBC Global Services, Inc.	12/28/2005
Attachment No. 7	Brighton OC-3c	SBC Global Services, Inc., dba AT&T Global Services, on behalf of its Affiliates	8/30/2006
Attachment No. 8	OC-48 SONET Port Addendum {to add OC-3 ports to main ring for Brighton link}	SBC Global Services, Inc., dba AT&T Global Services, on behalf of its Affiliates	8/30/2006
Attachment No. 10	OC-48 SONET Port Addendum {to add OC-3 ports to main ring for Dayton link}	SBC Global Services, Inc., dba AT&T Global Services, on behalf of its Affiliates	1/4/2007
Attachment No. 11	Auburn Hills Node Addition {to OC-48 ring}	SBC Global Services, Inc., dba AT&T Global Services, on behalf of its Affiliates	
<b>SBC DataComm Addendum No. 2 to Master Agreement</b>		SBC Global Services, Inc.	12/11/2003
Order No. 1 and Scope of Work	CPE and Services agreement for all sites in Phase One of MAN deployment	SBC Global Services, Inc., on behalf of its SBC DataComm	12/11/2003



**Assignment and Assumption Agreement 1**  
**ATTACHMENT 1 - Contract Matrix**

<b>Contract Vehicle</b>	<b>Service Description</b>	<b>AT&amp;T Affiliate</b>	<b>Contract Signed Date</b>
Order No. 3	CPE and Services for Brighton addition	SBC Global Services, Inc., on behalf of its SBC DataComm	
Order No. 5	CPE and Services for Dayton addition	SBC Global Services, Inc.	1/4/2007
Order No. 6	CPE and Services for Auburn Hills addition	SBC Global Services, Inc.	6/15/2007
<b>Long Distance Services ICB Addendum No. 3</b>	OC-3c circuits for Kokomo and Saginaw	SBC Global Services, Inc.	9/1/2004
<b>CSO for DS3 in Saginaw</b>	Tariff service agreement for DS3 between 3900 Holland and 2328 Genesee in Saginaw	SBC Global Services, Inc.	11/11/2004
<b>SBCLD Contract</b>	Monitoring link for Network Management Baseline Local Loop (POP to Delphi Prem) for OC-3c in Saginaw	SBC Global Services, Inc.	7/23/2004
<b>CSO for OC-3 in Saginaw</b>		Ameritech	1/2/2004

Assignment and Assumption Agreement 1  
ATTACHMENT 1 - Contract Matrix

Contract Expiration	AT&T Contract Number
	20040116-0683
	20040116-0782
8/16/2009	20040116-0751
8/16/2009	20040116-0782
1/31/2009	20051227-0423
4/5/2009	20051228-0001
12/17/2009	20060810-0332
12/17/2009	20060810-0332
5/20/2008	20061228-0439
TBD	20070615-0528
	20070615-0556
8/16/2009	20040116-0683

AT&T Proprietary



Assignment and Assumption Agreement 1  
ATTACHMENT 1 - Contract Matrix

Contract Expiration	AT&T Contract Number
12/17/2009	20040116-0683
5/20/2008	20061228-0439
2/4/2007	20070615-0567
12/19/2009	20040901-0558
2/11/2010	20041110-0266
8/16/2009	20040721-0158
12/19/2009	20040102-0416

